

Instructions for [Form UMC-1](#)  
**CERTIFICATE OF MERGER OR CONSOLIDATION**  
**LLCs, PARTNERSHIPS & LPs**  
**(Titles 42, 42:2A AND 42:2B)**

*\*\*New Jersey law prohibits domestic LLC's, LP'S and PARTNERSHIPS from merging/consolidating with another business entity if authority for such merger/consolidation is not granted under the laws of the jurisdiction under which the other business entity was organized.*

*\*\*"Other business entity" is defined as a corporation, business trust, common-law trust, or other unincorporated business, including a partnership, and a foreign limited liability company.*

*\*\*A merger/consolidation certificate may be filed pursuant to Title 42, 42:2A or 42:2B only if the surviving or resulting business entity is a limited partnership, limited liability company or partnership. Also, at least one participating business entity must be a limited partnership or limited liability company. If a for-profit domestic or foreign corporation participates or is the survivor, file the merger pursuant to Title 14A (see section 5.2).*

STATUTORY FEE: **\$100**

The MANDATORY fields are:

**Field #1 -- Type of Filing**

Indicate whether you are submitting a merger or consolidation filing.

**Field # 2 -- Name Of Surviving Business Entity**

List the name of the surviving entity. If the surviving entity is to have a new name, remember that the name availability provisions apply:

*\*\*The name must be distinguishable from other names on the State's database. The Division of Revenue will check the proposed name for availability as part of the filing review process. If desired, you can reserve/register a name prior to submitting your filing by obtaining a reservation/registration. For information on name availability and reservation/registration services and fees, visit the Division's WEB site at <http://www.state.nj.us/treasury/revenue/certcomm.htm> or call (609) 292-9292 Monday-Friday, 8:30 a.m. - 4:30 p.m.*

**Field # 3 -- Address Of The Surviving Business Entity**

List the main business address of the survivor.

**Field # 4 -- Name(s)/Jurisdiction(s) Of All Participating Business Entities**

List the name and home jurisdiction of each business entity involved in the merger/consolidation (participants).

**ATTESTATIONS**

Add statements indicating that: the agreement of merger/consolidation is on file at the place of business of the surviving business entity; and an agreement of merger/consolidation has been approved and executed by each business entity involved. Include a statement indicating that the signer(s) is authorized to sign on behalf of the businesses involved. Finally, if the surviving business entity is not authorized or registered by the State Treasurer, add a statement appointing the New Jersey State Treasurer as agent to accept service of process and an address to which the Treasurer may mail such service (Field #5). Form UMC -1 provides the required statements.

**OTHER PROVISIONS (as needed)**

Specify other information such as the effective date if it is other than the filing date. The effective date cannot be before the filing date nor can it be more than 30 days after the filing date.

**EXECUTION (DATE/SIGNATURE)**

An authorized representative must sign. Also, list the date of execution (signature).

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These documents should be filed in duplicate. Non-profits should file in triplicate.  
Make checks payable to: TREASURER, STATE OF NEW JERSEY. (No cash, please)

Mail to: NJ Division of Revenue, PO Box 308, Trenton NJ 08625